

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

**In re:**

**ERIN ENERGY CORPORATION, *et al.*,<sup>1</sup>**

**Debtors.**

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**Case No. 18-32106**

**(Chapter 11)**

**(Jointly Administered)**

**SECOND INTERIM ORDER (I) AUTHORIZING USE OF CASH COLLATERAL  
PURSUANT TO SECTION 363(C) OF THE BANKRUPTCY CODE;  
(II) GRANTING ADEQUATE PROTECTION FOR THE USE THEREOF;  
AND (III) SCHEDULING A FURTHER HEARING PURSUANT TO  
BANKRUPTCY RULE 4001 AS TO USE OF CASH COLLATERAL  
[Relates to ECF # 28]**

Upon consideration of the Debtors' Emergency Motion pursuant to sections 105, 362, and 363 of chapter 11, title 11 of the United States Code (the "Bankruptcy Code") and Rules 2002, 4001, and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (i) Authorizing Use of Cash Collateral Pursuant to Section 363(c) of the Bankruptcy Code, (ii) Granting Adequate Protection for the Use Thereof, and (iii) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001 as to Use of Cash Collateral; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and due to the urgency of the circumstances surrounding this Motion and the nature of the relief requested; and the Court

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<sup>1</sup> The last four digits of Erin Energy Corporation's ("ERN") federal tax identification number are 9798. The other Debtors in these cases are: Erin Energy Limited ("EEL"); Erin Energy Kenya Limited ("EEKL"); and Erin Petroleum Nigeria Limited ("EPNL"). The Debtors' service address is: 1330 Post Oak Blvd., Suite 2250, Houston, TX 77056.

having found that the Cash Collateral, including but not limited to any amounts held in the Debt Service Reserve Account (as defined in that Pre-Export Finance Facility Agreement by and between ERN, as parent, EPNL, as borrower, and The Mauritius Commercial Bank Ltd (“MCB”)) constitutes property of the Debtors’ estates; and the Court having found and determined that the relief sought in the Motion, as modified on the record, is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted below; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

1. Subject to paragraph 3 herein, the Debtors are authorized to utilize Cash Collateral up to the amounts shown on the Interim Budget (Attached hereto as Exhibit “A”) through, June 15, 2018 (i.e. Week # 3); provided, however, that the Debtors may not make any disbursements to Bumi Armada (i.e. the “FPSO” expense line).

2. Subject to paragraph 3 herein, Public Investment Corporation Soc Ltd. (“PIC”), as successor in interest to MCB, is ordered to transfer, within 3 business days of the date of entry of this order, \$627,592.00 (the “Second Interim Amount”) from the Debt Service Reserve Account to the Debtors. The transmission of the funds will be to a wire address provided by Debtors’ counsel to counsel to PIC.

3. As a condition precedent to PIC’s obligation to transfer the Second Interim Amount pursuant to paragraph 2 and as adequate protection for the Debtors’ use of cash collateral in the Second Interim Amount, Debtor ERN shall cause its non-debtor subsidiary, Erin Energy Gambia Ltd. (“EEGL”), to grant PIC a first priority lien in and to EEGL’s assets up to the Second Interim Amount, including but not limited to, EEGL’s 20% carried interest in the A2/A5 Deepwater Blocks; provided, however, that such lien shall only be enforceable to the

extent that this Court determines that PIC is entitled to adequate protection as a subrogee up to the Second Interim Amount;. This paragraph 3 shall be deemed satisfied upon execution by EEGL and delivery to counsel for PIC of the attached Exhibit B.

4. This is an interim order. The Court will conduct a further interim hearing on the Motion on \_\_\_\_\_, 2018, at \_\_\_\_\_.

**Dated: May \_\_, 2018**

**UNITED STATES BANKRUPTCY JUDGE**

**AGREED AS TO FORM ONLY:**

**OKIN ADAMS LLP**

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